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**NASDAQ**  
THE NASDAQ OMX GROUP

Gary Sundick  
Vice President  
Listing Qualifications

Received SEC

JUN 28 2012

Washington, DC 20549  
CERT NAS  
File No. 001-35588

By Electronic Mail

June 28, 2012

Mr. Jeffrey Thomas  
Chief, IT Services  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Dear Mr. Thomas:

This is to certify that on June 28, 2012 The Nasdaq Stock Market (the "Exchange") received from JTH Holding, Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Class A Common Stock, par value \$0.01 per share

We further certify that the security described above has been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

*Gary N. Sundick*